THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

AR87

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1459.
FILED, JUNE 23rd. 1966.

TEXORE MINES LIMITED

Full corporate name of Company

Incorporated under the Ontario Companies Act by Letters Patent dated May 29, 1943; Supplementary Letters Patent issued March 6, 1951 and August 14, 1964.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1237.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and optioning of treasury shares as set out in item 6 below. Staking by the Company of 126 mining claims in the Omenica Mining Division, B. C., at a cost of $39,072 staked as to 12 claims in September 1965 and as to 114 claims in February, 1966, said claims being referred to in the accompanying Report of Dr. H. D. B. Wilson, dated April 22nd, 1966.
2. Head office address and any other office address.	Room 2019A, 44 King Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	MARK G. SMERCHANSKI, President and Director, 102 Hansard Blvd., Winnipeg, Manitoba, has been a Consulting Geologist, self-employed . W.R.SALTER, Q.C., Vice-President and Director, 496 Russell Hill Road, Toronto, Ontario, has been senior partner in the firm of Salter, Reilly, Jamieson & Apple, Solicitors, Toronto. C.R.SCHULTZ, Secretary-Treasurer and Director, 8 Shady Oak Crescent, Don Mills, Ontario, has been a Mining Executive and Secretary of Davidson Securities Limited. BASIL FILARDI, JR., Director, 40 Church Street, White Plains, New York, has been a partner in the firm of Filardi & Caruso, Attorneys, White Plains, New York. J.D.REILLY, Q.C., Director, 8 Sunnydene Crescent, Toronto, Ontario, has been a partner in the firm of Salter, Reilly, Jamieson & Apple .
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company consists of 5,000,000 shares without par value of which 1,500,752 shares are presently issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	The Company has entered into an agreement dated June 20, 1966 with Davidson & Company, 25 Adelaide Street West, Toronto, Ontario, acting solely on behalf of its clients referred to in item 7, providing for the firm sale of 300,000 shares for the sum of $90,000 payable within 3 business days of the later of the dates upon which this statement shall have been accepted for filing by the Canadian, Toronto and Vancouver Stock Exchanges, such date being hereinafter referred to as the "effective date". Pursuant to said agreement Davidson & Company acting solely on behalf of its clients referred to in item 7, have been granted an option to purchase 150,000 additional shares of the Company at the price of 35¢ per share exercisable within 3 months of the effective date.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the agreement referred to in item 6, Davidson & Company was acting solely on behalf of World Explorations Limited, 917 Vancouver Block, 736 Granville Street, Vancouver, British Columbia. The only person having a greater than 5% interest in World Explorations Limited is Archie MacGillivray of the same address.

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company plans to carry out exploration work consisting of prospecting, geological mapping, trenching, line cutting and an induced polarization survey on a group of 126 claims staked for the Company in the Johanson Creek Area, Omenica Mining Division, British Columbia, as recommended by Dr. H. D. B. Wilson, P. Eng., in his Report dated April 22, 1966, and if warranted by the foregoing work, a program of diamond drilling on the said claims. As indicated in Dr. Wilson's Report, the estimated cost of such development program, including 8,500 feet of diamond drilling is estimated at $159,500. The Company also plans to carry out a program of prospecting by prospectors directly employed by the Company for work throughout the summer and early fall in northern British Columbia. The Company has no present plans for carrying out development work on other properties. Funds will also be used for general administrative expenses.
10. Brief statement of company's chief development work during past year.	During the prospecting season of 1965, the Company employed two geologists to do prospecting work in Northern British Columbia. In the course of this work the 126 mineral claims referred to in item 9 above were staked for the Company in the vicinity of Fort St. James. The overall cost of staking including the geologists wages totalled $39,072. An area of copper mineralization was located on these claims, preliminary sampling of which gave values from 0.50% to 7.04% copper and o.16 ounces to 0.98 ounces silver. (2) In addition, a magnetometer survey and an electro magnetic survey were conducted over the known chalcopyrite mineralized area of an optioned copper property in Lorne Township, Ontario, and 4 diamond drill holes totalling 906 feet were completed. The results of this drilling were disappointing showing only low copper values over narrow widths and the option was dropped. The cost of this work was $14,918. (3) A group of 15 claims was acquired by purchase in Bisley Township in Timmins, Ontario, as a location bet because copper mineralization was known to the west. The work on the westerly claims proved disappointing and the Company has permitted these claims to lapse without carrying out work thereon. (4) Some x-ray diamond drilling was done on the Coppell Township properties in Ontario where the Company holds exploration rights jointly with Texmont Mines Limited under an agreement with Algoma-Talisman Minerals Limited under which the Company and Texmont Mines Limited have exclusive exploration rights to the entire township for a period of 3 years from October 1964. The Company has not yet been invoiced for its portion of the cost of this work. The results of the x-ray drilling were inconclusive. (5) The Company's molybdenite property in Pressiac Township, Quebec, has been kept in good standing but no further work was done during the past year. (6) The block of 20 mining claims situate in Reid Township Ontario, were kept in good standing until April, 1966 but no work has been done thereon during the past year and on the recommendations of the Company's geologist the claims have been allowed to lapse.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Certificates representing 22,500 shares of the Company are held in escrow subject to release only on the consent of the Toronto, Canadian and Vancouver Stock Exchanges.

FINANCIAL STATEMENTS

TEXORE MINES LIMITED

SUITE 2019A - 44 KING STREET WEST
TORONTO 1, ONTARIO

HEAD OFFICE

TELEPHONE
368-9802

BALANCE SHEET - May 31st. 1966

- A S S E T S -

Current Assets:		
Cash	$ 4,080.48	
Short Term Deposits	$75,000.00	$79,080.48
Investments in other companies, at market value as at September 30th, 1957.		$20,130.77
Working Option on mining claims		$ 5,000.00
Mining Lands and Rights:		
Mining claims in Preissac Township, Quebec, held under development license, acquired for issue of shares equivalent to 175,000 shares of the presently constituted capital stock and $2,000.00 cash	$ 702,000.00	
Unpatented mining claims in Reid Township, Ontario, acquired for the issue of shares equivalent to 25,000 of the presently constituted capital stock and $10,000.00	$30,000.00	
Unpated mining claims in Bisley Township, Ontario, acquired for cash	$1,500.00	$733,500.00
Deferred charges:		$240,748.82
		$1,078,460.07

SHAREHOLDERS' EQUITY

Capital Stock:

Authorized, 5,000,000 shares without par value

	Shares	Consideration	
ISSUED:			
Balance beginning of year	1,500,752	$586,252.00	
Contributed Surplus		$1,218,756.00	
Deficit		$ 726,547.93	$492,208.07	$1,078,460.07

APPROVED on behalf of the Board

W. R. Salter
Director

C. R. Schultz
Director

TEXORE MINES LIMITED

SUITE 2019A - 44 KING STREET WEST
TORONTO 1, ONTARIO

HEAD OFFICE

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368-9802

STATEMENT OF DEFERRED CHARGES - May 31st. 1966

EXPLORATION and DEVELOPMENT

	Preissac Township Quebec	Reid Township Ontario	Prospecting in British Columbia	Prospecting outside Properties	Prospecting in Yukon
Balance as of Sept.30th.1965	$84,545.89	$12,825.95	$10,431.80	$11,319.16	
Taxes & Licenses	155.00	100.00	774.00		
Helicopter Expense			12,525.40		
General Supplies and Expense			12,081.63	272.43	$5,500.00
Wages			1,208.25		
Telephone			244.39		
Assaying			97.20		
Engineering Fees and Expenses			1,709.75	1,326.10	
Air Travel				2,930.53	
Machinery & Equipment				1,019.86	
Surveying				487.27	
	$84,700.89	$12,925.95	$39,072.42	$17,355.35	$5,500.00

TOTAL

Preissac Township	$84,700.89
Reid Township	$12,925.95
British Columbia	$39,072.42
Outside Properties	$17,355.35
Yukon	$ 5,500.00
	$159,554.61

ADMINISTRATION

Balance as of September 30th. 1965		$72,249.98	
Telephone & Telegraph	$982.10		
Registrar & Transfer Fees	1,056.46		
Office Stationery & Supplies	327.12		
Travelling Expense	1,879.15		
Legal & Audit	3,024.89		
Listing Fees & Expenses	300.00		
Office Rent	400.00		
General Accounting & Office Services	800.00		
Report to Shareholders	413.88		
Corporate Taxes	114.05	$ 9297.65	$ 81,547.63
DEDUCT interest earned during period			353.42
			$ 81,194.21
Deferred charges to end of May, 1966			$240,748.82

APPROVED on behalf of the Board

W. R. Salter
Director

C. R. Schultz
Director

TEXORE MINES LIMITED
SUITE 2019A - 44 KING STREET WEST
TORONTO 1, ONTARIO

HEAD OFFICE

TELEPHONE
368-9802

STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR
PERIOD October 1st. 1965 to May 31st. 1966

FUNDS APPLIED:

Exploration and Development Expenditures	$40,431.81	
Administration	9,297.65	$49,726.46

FUNDS MADE AVAILABLE

Interest Earned	353.42
Resulting decrease in working capital	$49,376.04

Working Capital September 30th.1965	$128,456.52	
Working Capital at May 31st. 1966	79,080.48	$49,376.04

APPROVED on behalf of the Board

W. R. Salter
Director

C. R. Schultz
Director

ENGINEER'S REPORT

Note: The following are excerpts from a report by H.D.B. Wilson, P.Eng., dated April 22nd, 1966, on mining claims located in the vicinity of the headwaters of the Ingemika River, Omenica Mining Division, British Columbia. A complete copy of this report is on file with the Toronto Stock Exchange.

INTRODUCTION

This report consists of general information and an appraisal of the 126 Arn and Sil claims group staked by Texore Mines Ltd., in the fall of 1965 and early spring of 1966. The claims are located at Latitude 56° 40' North and Longitude 126° 25' West in the vicinity of the headwaters of the Ingenika River, British Columbia. The information contained in this report and the recommendations are reached on the basis of geological information obtained from Dominion Government reports, discussion with prospectors working the area, and from assay results of chip grab samples taken by prospectors in the 1965 prospecting season. This report is written at the request of Texore Mines Ltd., Ste. 2019A, 44 King Street West, Toronto Ontario.

LOCATION AND ACCESS

Best access for exploration is by float plane from Fort St. James to Sustut Lake, located 6 miles south of the property and thence by helicopter to the property. Helicopter service is available from Smithers, British Columbia. The nearest centre is the town of Smithers, British Columbia, a distance of 135 air miles to the south. The town of Fort St. James lies 170 air miles to the south-east. A small settlement of Takla Landing is located 80 miles to the south-east. A railroad right-of-way has been cut to Takla Landing from Prince George, British Columbia, via Fort St. James, and railroad construction is now in progress. There is a logging road from Fort St. James to Germanson Landing, which is 90 miles south-east of the property. Reference map is Geological Map of British Columbia 932A.

PROVINCE OF BRITISH COLUMBIA
HARRY
D. B. WILSON

PREVIOUS WORK IN THE AREA

The area was mapped by the Geological Survey of Canada from 1941-1945 - Map 962A - McConnell Creek - on a scale of one inch to four miles. During 1964 and 1965 the Geological Survey of Canada completed mapping the area, but the report is yet unavailable. Copper mineralization has been known in the area for some time, but exploration has been limited to a very casual and intermittent search.

SUMMARY AND CONCLUSION

The northern two-thirds of the claim group is underlain by volcanics and sediments with epidote inclusions, as shown on attached map prepared from prospectors information. The economic minerals in this area are disseminated chalcocite and bornite, associated with volcanics, sediments and epidote. There are some high grade narrow veins of chalcocite and bornite.

The 4 grab chip samples taken by the prospectors in three areas of the easterly centre section of the claim group, and tabulated above, shows the area presents a very favorable belt for a concentrated exploration program and chances of finding economic copper ore bodies are good.

RECOMMENDATIONS

It is recommended that:-

1. Detailed prospecting be done on the balance of the claims not as yet prospected, for a period of one month, with a two man party.

2. Geological mapping, on a scale of one inch to one thousand feet, be carried out on the entire group of claims.

3. Three of the known areas of better copper mineralization be trenched and sampled.

4. An Induced Polarization survey be conducted on the entire group of 126 claims, as copper mineralization in this area will be largely of the disseminated type.

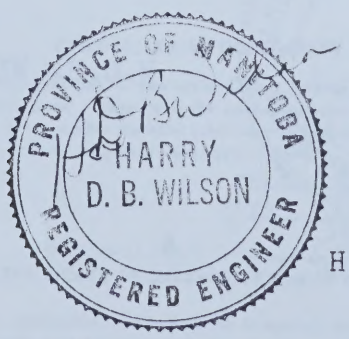
5. Diamond drilling be done on favorable areas found as a result of prospecting, trenching and geological mapping.

6. Diamond drilling be done on the anomalies resulting from the Induced Polarization survey.

ESTIMATE OF COSTS

Following is an estimated cost of the initial phase of exploration on the above claims:-

Prospecting - 1 month - 2 men	$2,000.00	
Geological mapping - 2 men - 2 months	4,000.00	
Trenching	4,000.00	
Line cutting and Induced Polarization survey - 120 miles @ $400.00 per mile at 400 ft. intervals	48,000.00	
Diamond drilling (B core) - 8500 ft. @ $9.00 per ft.	76,500.00	
Engineering, administration and transportation (helicopter and fixed wing)	25,000.00	$159,500.00



April 22, 1966.

H.D.B. Wilson, P. Eng.

C E R T I F I C A T E

I, H.D.B. WILSON, of the Rural Municipality of Fort Garry, in the Province of Manitoba, hereby certify:-

1. THAT I am a Mining Geologist and reside at 575 South Drive, Winnipeg, 19, Manitoba.

2. THAT I am a Graduate of the University of Manitoba, (B.Sc.) and the California Institute of Technology (M.S., Ph.D.) and have been practicing my profession as a Mining Geologist in excess of twenty years.

3. THAT I am a Registered Professional Engineer in the Province of Manitoba.

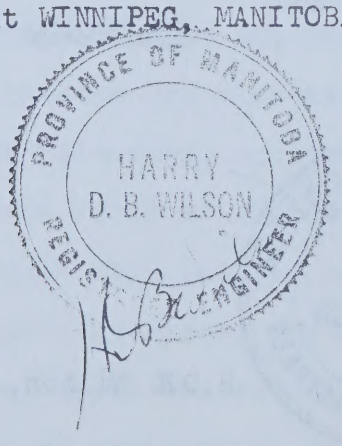
4. THAT this report has been made on behalf of Texore Mines Limited, Suite 2019A, 44 King Street West, Toronto, Ontario.

5. THAT the content of this report is based on a study of reports of the Geological Survey of Canada, prospectors samples, submitted and assayed by General Testing Laboratories of Vancouver, British Columbia, and discussions with prospectors who spent the 1965 prospecting season in the area.

6. THAT I have not made a personal "on the spot" examination of the property.

7. THAT I do not have any interest either directly or indirectly in the Mining Claims mentioned in this report, nor do I expect to receive any interest directly or indirectly in the securities of Texore Mines Limited.

DATED at WINNIPEG, MANITOBA, this 22nd day of APRIL, 1966.



H.D.B. WILSON, P. ENG.

14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	The shares in item 13 are owned by Richmond Grubstake Syndicate, 38 King Street West, Toronto, Ontario. It is understood that the only person having a greater than 5% interest in Richmond Grubstake Syndicate is J.P.Sheridan of the same address.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Davidson & Company, 25 Adelaide Street West, Toronto, Ontario 405,925 Ruth Wade, 303, 845 West Pender Street Vancouver, B.C. 124,875 Doherty Roadhouse & McQuaig Bros., 335 Bay Street, Toronto, Ontario 69,125 J.P.Cannon & Co.Limited 372 Bay Street, Toronto, Ontario 54,525 Davico, 572 Howe Street, Vancouver, B.C. 29,000 The Company is not aware of the beneficial ownership of the above shares.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None, except that management on a solicitation of proxies may be in a position to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Company: — Cost: — Market 25,000 shares Oceanic Films & Enterprises Ltd. — $25,000. — nil 17,100 shares Lingside Copper Mines Ltd. — 1,034. — $855. 33,500 (escrowed) shares Mills Red Lake Mines Ltd. — nil — nil 21,100 free shares Mills Red Lake Mines Ltd. — nil — nil 17,344 shares Lakelyn Mines Ltd. — 5,476.08 — $4,500. 29,737 shares Manoka Mining & Smelting Co.Ltd. — 13,683.60 — $2,379.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares purchased as referred to in item 6 will be in the course of primary distribution. The Company and the Underwriter referred to in item 6 have undertaken that there will be no primary distribution of shares of the Company in the Province of Quebec.

DATED June 21, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"W.R.Salter" TEXORE MINES LIMITED By: Vice President

CORPORATE SEAL

"C.R.Schultz" Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"J.C.Labbett" DAVIDSON & COMPANY By: